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*Special Conflicts Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors¹ : (Jointly Administered)
: :
: :
----- X

**FOURTH COMBINED MONTHLY FEE STATEMENT OF HERRICK,
FEINSTEIN LLP FOR PROFESSIONAL SERVICES RENDERED AND
DISBURSEMENTS INCURRED AS SPECIAL CONFLICTS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF
SEPTEMBER 1, 2019 THROUGH OCTOBER 31, 2019**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Herrick, Feinstein LLP
Authorized to Provide Professional Services To:	Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	March 22, 2019 <i>nunc pro tunc</i> to January 2, 2019
Period for Which Compensation and Reimbursement Is Sought:	September 1, 2019 through October 31, 2019
Combined Monthly Fees Incurred:	\$87,411.50
20% Holdback:	\$17,482.30
Total Compensation Less 20% Holdback:	\$69,929.20
Combine Monthly Expenses Incurred:	\$253.82
Total Combine Fees and Expenses Requested:	\$70,183.02

This is a x monthly interim final application

Herrick Feinstein LLP (“Herrick Feinstein”), special conflicts counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holding Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby respectfully submits this statement of fees and disbursements (the “Fourth Combined Monthly Fee Statement”) covering the period from September 1, 2019 through and including October 31, 2019 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Fourth Combined Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Herrick Feinstein requests (a) interim allowance and payment of compensation in the amount of \$69,929.20 (80% of \$87,411.50) for

² The total amount sought for fees and expenses (\$69,929.20) reflects voluntary reductions for the Compensation Period of \$17,482.30 in fees and \$253.82 in expenses.

fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Herrick Feinstein, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$253.82 incurred by Herrick Feinstein during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Herrick Feinstein professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Herrick Feinstein for services rendered to the Creditors' Committee are the same rates that Herrick Feinstein charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Herrick Feinstein professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Herrick Feinstein professional and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Fourth Combined Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrettlail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: dalurt@ballardspahr.com); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira S. Dizengoff (email: idizengoff@akingump.com) and Sara Lynne Brauner (email: sbrauner@akingump.com), (collectively, the “Notice Parties”).

Objections to this Fourth Combined Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **December 25, 2019**

(the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Fourth Combined Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Fourth Combined Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Fourth Combined Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

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Dated: New York, New York
December 10, 2019

HERRICK FEINSTEIN LLP

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*Special Conflicts Counsel to the Official
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Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sean O'Donnell	Litigation	1998	985.00	8.10	7,978.50
David R. King	Litigation	1999	875.00	23.30	20,387.50
Total Partners				31.40	28,366.00
COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Steven B. Smith	Restructuring & Bankruptcy	2001	725.00	21.30	15,442.50
Michelle M. Sekowski	Litigation	2005	675.00	5.00	3,375.00
Christopher Carty	Restructuring & Bankruptcy	2010	610.00	60.40	36,844.00
Total Counsel				86.70	55,661.50
PARALEGALS/ NON- LEGAL STAFF	DEPARTMENT		RATE (\$)	HOURS	AMOUNT (\$)
Larisa Poretsky	Litigation		360.00	8.70	3,132.00
Anthony DeLeon	Litigation Support		360.00	0.70	252.00
Total Paralegals/ Non-Legal Staff				9.40	3,384.00
Total Hours/Fees Requested				127.50	\$87,411.50

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	711.50	118.1	84,027.50
Paralegals/Non-Legal Staff	360.00	9.4	3,384.00
Blended Timekeeper Rate	685.58		
Total Fees Incurred		127.50	87,411.50

Exhibit B

Task Code Summary

Task Code	HOURS	AMOUNT (\$)
Case Administration - B110	8.80	6,225.00
Asset Analysis and Recovery - B120	83.30	57,303.00
Asset Disposition - B130	.20	135.00
Meetings of & Communications w/Creditors -B150	.30	217.50
Fee/Employment Applications - B160	9.30	3,567.00
Assumption/Rejection of Leases/Contracts- B185	1.3	942.50
Contested Matters (exclu. assumption/rejection) - B190	18.90	13,702.50
General Bankruptcy Advice/Opinions - B410	5.40	5,319.00
Total	127.50	87,411.50

Exhibit C

Itemized Fees



Re: **Sears Bankruptcy**

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LEGAL SERVICES

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Time</u>
09/03/19	C. Carty	B110	Analyze issues related to potential conflict re Cyrus and draft e-mail re same.	1.10
09/03/19	D. King	B120	Review CI document production, conf. w/ Sekowski re: same	2.60
09/03/19	L. Poretsky	B160	Discuss with Steve Smith status of the third fee statement and first fee application (.4); continue to draft and revise third fee statement and first fee application (1.4)	1.80
09/04/19	D. King	B120	Update O'Donnell re: status, emails re: same (.4); Confer w. S. Smith, M. Sekowski re: next steps (.4); review CI documents (1.3)	2.10
09/04/19	M. Sekowski	B120	Conf. with D. King and S. Smith re: analysis of common interest materials and strategy for same.	.20
09/04/19	S. O'Donnell	B110	Coordinate motion to compel	.20
09/04/19	S. O'Donnell	B110	Conflict clearance RE C. CARTY	.20
09/04/19	S. O'Donnell	B410	Doc review re priv papers	.90
09/04/19	S. O'Donnell	B410	Update to Akin	.20
09/04/19	S. Smith	B190	O/C with D. King and M. Sekowski re CI docs and next steps.	.20
09/05/19	D. King	B120	Review CI documents in preparation for team call re: same (3.0); emails re: CI documents, next steps	3.20



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09/05/19	L. Poretsky	B160	Follow up on a status of the July bill; continue to draft first fee application	1.20
09/05/19	S. O'Donnell	B110	Coordinate conflict clearance w/ Cyrus re Carty	.50
09/05/19	S. O'Donnell	B410	Coordinate Motion To Compel analysis and depo strategies	.50
09/05/19	S. Smith	B190	Review of CI docs and discussions with D. King and M. Sekowski re same.	.80
09/06/19	D. King	B120	Review CI docs, files re: original auction events	.80
09/06/19	S. Smith	B190	Review hard copies of docs produced by Stroock and Quinn.	1.00
09/09/19	C. Carty	B110	Review and analyze background materials related to investigation.	1.50
09/09/19	D. King	B120	Prepare for CI meeting w/ O'Donnell	1.90
09/09/19	S. Smith	B190	Review hard copies of documents produced by Quinn and Stroock and prepare timeline re same.	2.00
09/10/19	C. Carty	B110	Meet with Sears team regarding investigation status; review background materials.	1.50
09/10/19	D. King	B120	Conf. call w. S. Smith to go over CI document issues (.6); Prepare for call w/ S. O'Donnell, call on CI document issues (.6)	1.20
09/10/19	M. Sekowski	B110	Conf. with D. King re: common interest analysis and case strategy.	.20



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09/10/19	S. O'Donnell	B410	Strategy and analysis and team meeting re Motion To Compel and depos	1.50
09/10/19	S. O'Donnell	B410	Plan and prepare for strategy and analysis and team meeting re Motion To Compel and depos	.50
09/10/19	S. Smith	B190	(i) Review hard copies of documents produced by Stroock and Quin, (ii) T/C with D. King re doc review and analysis and (iii) O/C with S. O'Donnell and D. King.	3.00
09/12/19	S. O'Donnell	B110	Coordinate Motion To Compel	.50
09/13/19	D. King	B120	Emails re: call w/ Consortium lawyers	.30
09/13/19	M. Sekowski	B120	Review correspondence from S. Smith re: draft correspondence to counsel for OCO and OZ on common interest issue.	.10
09/13/19	S. O'Donnell	B410	Meet and confer re: Motion To Compel	.20
09/13/19	S. O'Donnell	B410	Motion To Compel	.30
09/13/19	S. Smith	B190	(i) Prepare email for counsel to OCO and OZ re meet and confer and (ii) discussions with D. King re same.	.50
09/16/19	D. King	B120	Attn to CI document dispute	.70
09/16/19	M. Sekowski	B120	Attention to transmission of correspondence to K. Pasquale and A. Corkhill re: continued meet and confer.	.10



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09/16/19	M. Sekowski	B120	Miscellaneous correspondence with K. Pasquale, S. Smith, and D. King re: continued meet and confer.	.20
09/16/19	M. Sekowski	B120	Correspondence and conf. with D. King and S. Smith re: common interest analysis and continued meet and confer.	.20
09/16/19	S. Smith	B190	Follow up review of meet and confer request and exchange emails with D. King and M. Sekowski re same.	.50
09/17/19	D. King	B120	Attn to CI document dispute	.30
09/17/19	L. Poretsky	B160	Conference with Steve Smith to strategies regarding filing of the third combined fee statement and fee application (.4); request and analyze drafts of the June and July invoices and submit to Steve Smith for review and approval (.5)	.90
09/17/19	M. Sekowski	B120	Correspondence with S. Smith and D. King re: preparation for upcoming meet and confer.	.10
09/17/19	S. Smith	B190	Exchange emails with D. King and M. Sekowski re follow up meet & confer with counsel for OCO and OZ.	.10
09/18/19	D. King	B120	Prep for, participate on meet and confer call re: CI docs (.9); attn to identifying CI docs in dispute (1.2)	2.10
09/18/19	M. Sekowski	B110	Telephone confs. with D. King and S. Smith re: common interest dispute and strategy for same.	.30



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09/18/19	M. Sekowski	B110	Telephone conf. with counsel for OCO and OZ re: common interest dispute.	.30
09/18/19	S. O'Donnell	B410	Coordinate meet and confer re: COMMON interst dispute.	.50
09/18/19	S. Smith	B190	(i) Prepare for and lead meet & confer conference with counsel for OCO and OZ and (ii) follow up T.C with Herrick team re next steps.	1.00
09/19/19	D. King	B120	Review Quinn and Stroock CI docs to prepare final demand re: production	2.30
09/19/19	S. Smith	B110	Follow up emails with E. Reimer at Milbank, counsel for Cyrus, re conflict discussion.	.20
09/20/19	D. King	B120	Draft email to Stroock and Quinn re: CI documents	1.90
09/20/19	L. Poretsky	B160	Analyze S. Smith revisions to June and July invoices and revise my time accordingly (.6); submit to billing department to finalize invoices (.2)	.80
09/20/19	M. Sekowski	B110	Miscellaneous correspondence with S. King and S. Smith re: common interest documents and correspondence to OCO and OZ.	.20
09/20/19	M. Sekowski	B110	Review miscellaneous correspondence from A. Corkill, K. Pasquale, and S. O'Donnell re: response on common interest document proposal.	.20



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09/20/19	S. Smith	B190	(i) T/C with E. Reimer at Milbank re conflict and questions re document production and (ii) circulate update email to Herrick team re same.	.50
09/20/19	S. Smith	B190	Finalize and send out email to counsel for OCO and Och Ziff re production of requested CI docs.	.50
09/20/19	S. Smith	B190	Follow up T/C with counsel for Cyrus re conflict and send email to Herrick team re same.	.20
09/23/19	C. Carty	B120	Review and analyze prior work product related to Sears investigation.	1.20
09/23/19	D. King	B120	Follow up re: CI doc proposals (.6); conf. w/ O'Donnell and Carty to discuss claims (.4); emails w/ team re: Carty (.2)	1.20
09/23/19	L. Poretsky	B160	Follow up on a status of the invoice for the period from June 1, 2019 through August 31, 2019 (.2); revise third combined fee statement (.5)	.70
09/23/19	M. Sekowski	B120	Correspondence with D. King and S. O'Donnell re: materials for C. Carty.	.10
09/23/19	M. Sekowski	B120	Telephone conf. and correspondence with S. Smith re: materials for C. Carty.	.20
09/23/19	M. Sekowski	B120	Correspondence with S. Smith and C. Carty re: background materials.	.20



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09/23/19	S. O'Donnell	B110	Coordinate discovery and Motion To Compel common interest dispute	.40
09/23/19	S. O'Donnell	B110	Confer w/ team re discovery and Motion To Compel common interest dispute	.40
09/23/19	S. O'Donnell	B410	Doc review re discovery and Motion To Compel common interest dispute	.30
09/23/19	S. Smith	B190	Prepare materials for Chris Carty and t/c with M. Sekowski re same.	.50
09/23/19	S. Smith	B190	Update timeline based upon review of CI docs.	2.00
09/24/19	D. King	B120	Follow up re: Carty/conflict issue with Cyrus.	.30
09/24/19	M. Sekowski	B120	Correspondence with D. King re: background materials.	.10
09/24/19	S. Smith	B160	Coordinate preparation of third consolidated monthly fee statement.	.30
09/25/19	S. O'Donnell	B410	Confer w/ team re proffer and dep and Motion To Compel common interest dispute coordination	.50
09/26/19	L. Poretsky	B160	Follow up on a status of the invoices in connection to the third fee statement	.40
09/27/19	M. Sekowski	B120	Review correspondence from K. Pasquale re: common interest materials.	.10



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09/27/19	S. Smith	B190	Review of email response from counsel to Och Ziff re production of CI docs and related analysis.	.50
09/27/19	S. Smith	B190	Follow up revisions to timeline based upon doc production.	.50
09/30/19	C. Carty	B120	Review and analyze background materials and other documents in connection with Rule 2004 investigation.	2.40
10/01/19	C. Carty	B120	Review and analyze documents produced in connection with Rule 2004 investigation.	4.80
10/02/19	C. Carty	B120	Review and analyze documents produced in connection with Rule 2004 investigation.	4.10
10/02/19	L. Poretsky	B160	Review and analyze finalized bill fro July and August and submit request to billing department for combined June, July and August bill	.50
10/03/19	C. Carty	B120	Review and analyze documents produced in connection with Rule 2004 investigation.	3.10
10/03/19	C. Carty	B120	Draft issues outline related to Rule 2004 investigation.	1.20
10/03/19	D. King	B110	Follow up re: CI document issues	.40
10/03/19	M. Sekowski	B120	Correspondence with S. Smith and D. King re: response to OCO and OZ on common interest.	.20



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10/04/19	C. Carty	B120	Review and analyze documents produced in connection with Rule 2004 investigation.	2.30
10/04/19	C. Carty	B120	Draft issues outline related to Rule 2004 investigation.	2.50
10/04/19	S. Smith	B190	(i) Analysis of document production and (ii) attention to and review of email from counsel for OCO and Och Ziff re document production.	1.50
10/07/19	C. Carty	B120	Review and analyze documents produced in connection with Rule 2004 investigation.	2.20
10/07/19	C. Carty	B120	Review and analyze case filings regarding MTN sale.	1.30
10/07/19	D. King	B120	Emails re: next steps	.30
10/07/19	L. Poretsky	B160	Review and analyze HF combined invoice for the period June 1 through August 31, 2019; continue to draft third combined fee statement; request itemized expenses report for the same period.	1.70
10/07/19	M. Sekowski	B120	Review correspondence from S. Smith re: common interest proposal and documents on de-risking transactions.	.10
10/08/19	C. Carty	B120	Review and analyze documents produced in connection with Rule 2004 investigation.	3.10



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10/08/19	C. Carty	B120	Research case law related to issues involved in Rule 2004 investigation.	2.10
10/08/19	L. Poretsky	B160	Review and analyze chart of itemized disbursements for the June, July and August and update exhibits to third fee statement	.70
10/09/19	C. Carty	B120	Review and analyze documents produced in connection with Rule 2004 investigation.	1.80
10/09/19	C. Carty	B120	Research legal issues related to Rule 2004 investigation.	1.30
10/09/19	M. Sekowski	B120	Review correspondence from E. Hess re: additional production on de-risking transactions.	.20
10/09/19	M. Sekowski	B120	Correspondence with litigation support re: additional production on de-risking transactions.	.20
10/10/19	C. Carty	B120	Review and analyze documents produced in connection with Rule 2004 investigation.	1.70
10/10/19	C. Carty	B120	Analyze investigation strategy and draft issues outline.	2.10
10/10/19	D. King	B120	Follow up re: supplemental document productions	.30
10/10/19	M. Sekowski	B120	Correspondence with D. King and S. Smith re: additional production.	.10
10/10/19	M. Sekowski	B120	Correspondence with litigation support personal re: additional production and issues with same.	.20



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10/10/19	S. Smith	B190	Review new document production from OCO.	.80
10/11/19	A. DeLeon	B110	Analyze adversary/third party document production.	.70
10/11/19	C. Carty	B120	Analyze investigation strategy and draft issues outline.	2.50
10/11/19	C. Carty	B120	Review and analyze documents produced in connection with Rule 2004 investigation.	.70
10/11/19	M. Sekowski	B120	Review correspondence from I. Sasson re: additional production.	.10
10/11/19	M. Sekowski	B120	Review correspondence from S. Smith and A. DeLeon re: additional production.	.10
10/11/19	S. Smith	B190	Follow up review of OCO production and review of OZ additional productions.	.50
10/14/19	C. Carty	B120	Review and analyze documents produced in Rule 2004 investigation; draft issues outline for deposition discovery.	3.80
10/14/19	D. King	B120	Attn to team planning for next steps in discovery	.30
10/14/19	M. Sekowski	B120	Correspondence with D. King and C. Carty re: case status.	.10
10/16/19	C. Carty	B120	Call with litigation team regarding status of Rule 2004 investigation.	.60
10/16/19	C. Carty	B120	Draft issues outline for deposition discovery.	2.20



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10/16/19	D. King	B120	Conf. call w/ Carty, Smith and Sekowski to discuss next steps; follow up on next steps w/ Carty and Smith	.80
10/16/19	M. Sekowski	B120	Telephone conf. with D. King, C. Carty, and S. Smith re: case status and strategy.	.60
10/16/19	M. Sekowski	B130	Review file re: potential deponents.	.20
10/16/19	S. O'Donnell	B120	Depo prep	.50
10/16/19	S. Smith	B190	T/C with D. King, M. Sekowski and C. Carty re status and next steps.	.60
10/17/19	D. King	B120	Follow up re: next steps w/ discovery	.30
10/17/19	M. Sekowski	B120	Review correspondence from D. King and C. Carty re: case strategy.	.10
10/17/19	S. Smith	B160	Prepare fee estimate for professional fee committee.	.30
10/17/19	S. Smith	B185	(i) Review follow up production, (ii) O/C with S. O'Donnell and C. Carty re status and research and (iii) attention to email traffic from C. Carty re same.	1.30
10/21/19	C. Carty	B120	Analyze issues related to Rule 2004 investigation and draft issues outline.	2.20
10/23/19	C. Carty	B120	Analyze issues related to Rule 2004 investigation and draft issues outline.	3.70



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10/23/19	S. Smith	B190	Review of and revisions to timeline and follow up review of docs re same.	1.00
10/23/19	S. Smith	B150	Exchange emails with Akin Gump re Committee review of consolidated fee statement and follow up review of and revisions to same.	.30
10/24/19	C. Carty	B120	Analyze issues related to Rule 2004 investigation and draft issues outline.	3.40
10/24/19	S. Smith	B190	Analysis re CDS market and depo prep.	.70
Total				\$87,411.50

LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
S. O'Donnell	8.10	985.00	7,978.50
D. King	23.30	875.00	20,387.50
S. Smith	21.30	725.00	15,442.50
M. Sekowski	5.00	675.00	3,375.00
C. Carty	60.40	610.00	36,844.00
L. Poretsky	8.70	360.00	3,132.00
A. DeLeon	.70	360.00	252.00



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DISBURSEMENTS

Duplication	53.82
E-Discovery Data Hosting	200.00

Total disbursements	<hr/> \$253.82
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TASK BILLING SUMMARY

	<u>Hours</u>	<u>Amount</u>
<u>Case Administration - B110</u>		
	8.80	\$6,225.00
Subtotals	8.80	\$6,225.00

<u>Asset Analysis and Recovery - B120</u>		
	83.30	\$57,303.00
Subtotals	83.30	\$57,303.00

<u>Asset Deposition - B130</u>		
	.20	\$135.00
Subtotals	.20	\$135.00

<u>Meetings of & Communications w/Creditors - B150</u>		
	.30	\$217.50
Subtotals	.30	\$217.50

<u>Fee/Employment Applications - B160</u>		
	9.30	\$3,567.00



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Subtotals	9.30	\$3,567.00
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Assumption/Rejection of Leases/Contracts - B185

	1.30	\$942.50
Subtotals	1.30	\$942.50

Contested Matters (exclu. assumption/rejection) - B190

	18.90	\$13,702.50
Subtotals	18.90	\$13,702.50

General Bankruptcy Advice/Opinions - B410

	5.40	\$5,319.00
Subtotals	5.40	\$5,319.00

Exhibit D

Disbursement Summary

Duplication	\$53.82
E-Discovery Data Hosting	\$200.00
Total	\$253.82

Exhibit E

Itemized Disbursement

Cost Recap Summary by CostCode [19609-0001 - Sears Bankruptcy]
Client:19609 - Simon Property Group, L.P. 11/20/2019 3:05:34 PM

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CostCode	Worked Amount	Billed Amount	Description
080	53.82	53.82	Printing
115	200.00	200.00	E-Discovery Data Hosting Minimum Charge
TOTAL	253.82	253.82	

Billed and Unbilled Recap Of Cost Detail - [19609-0001 - Sears Bankruptcy]
 Client:19609 - Simon Property Group, L.P. 11/20/2019 3:05:34 PM

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Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
09/12/2019	4464	Jean Riley	080	4.00	0.18	0.72	Printing	8968809
11/18/2019		Invoice=348033		4.00	0.18	0.72		
09/23/2019	1281	Steven Smith	080	10.00	0.18	1.80	Printing	8978033
11/18/2019		Invoice=348033		10.00	0.18	1.80		
09/30/2019	2270	Marcus Ienaro	115	1.00	100.00	100.00	E-Discovery Data Hosting Minimum Charge Case	8981400
11/18/2019		Invoice=348033		1.00	100.00	100.00	ID: 1432722 Case Description: Simon Property Group - Sears Bankruptcy Database Creation Date: 3/27/19	
10/02/2019	0946	Larisa Poretsky	080	23.00	0.18	4.14	Printing	8982411
11/18/2019		Invoice=348033		23.00	0.18	4.14		
10/07/2019	0946	Larisa Poretsky	080	15.00	0.18	2.70	Printing	8984614
11/18/2019		Invoice=348033		15.00	0.18	2.70		
10/07/2019	0946	Larisa Poretsky	080	13.00	0.18	2.34	Printing	8984615
11/18/2019		Invoice=348033		13.00	0.18	2.34		
10/07/2019	0946	Larisa Poretsky	080	33.00	0.18	5.94	Printing	8984616
11/18/2019		Invoice=348033		33.00	0.18	5.94		
10/07/2019	1309	Christopher Carly	080	24.00	0.18	4.32	Printing	8984617
11/18/2019		Invoice=348033		24.00	0.18	4.32		
10/07/2019	1309	Christopher Carly	080	20.00	0.18	3.60	Printing	8984618
11/18/2019		Invoice=348033		20.00	0.18	3.60		
10/07/2019	1309	Christopher Carly	080	28.00	0.18	5.04	Printing	8984619
11/18/2019		Invoice=348033		28.00	0.18	5.04		
10/07/2019	1309	Christopher Carly	080	40.00	0.18	7.20	Printing	8984620
11/18/2019		Invoice=348033		40.00	0.18	7.20		
10/07/2019	1309	Christopher Carly	080	27.00	0.18	4.86	Printing	8984621
11/18/2019		Invoice=348033		27.00	0.18	4.86		
10/07/2019	1309	Christopher Carly	080	16.00	0.18	2.88	Printing	8984622
11/18/2019		Invoice=348033		16.00	0.18	2.88		
10/07/2019	1309	Christopher Carly	080	14.00	0.18	2.52	Printing	8984623
11/18/2019		Invoice=348033		14.00	0.18	2.52		
10/07/2019	1309	Christopher Carly	080	18.00	0.18	3.24	Printing	8984624
11/18/2019		Invoice=348033		18.00	0.18	3.24		
10/10/2019	1309	Christopher Carly	080	14.00	0.18	2.52	Printing	8985963
11/18/2019		Invoice=348033		14.00	0.18	2.52		
10/31/2019	7767	Justin Schultz	115	1.00	100.00	100.00	E-Discovery Data Hosting Minimum Charge Case	8999037
11/18/2019		Invoice=348033		1.00	100.00	100.00	ID: 1432722 Case Description: Simon Property Group - Sears Bankruptcy Database Creation Date: 3/27/19	
		BILLED TOTALS: WORK:				253.82	17 records	
		BILLED TOTALS: BILL:				253.82		
		GRAND TOTAL: WORK:				253.82	17 records	
		GRAND TOTAL: BILL:				253.82		